OGE ENERGY CORP.

Form 4 April 13, 2010

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Merrill Stephen E

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

OGE ENERGY CORP. [OGE]

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction

Director X\_ Officer (give title

below)

10% Owner Other (specify

P.O. BOX 321

(Month/Day/Year) 04/09/2010

VP Human Resources

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

OKLAHOMA CITY, OK 73101

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

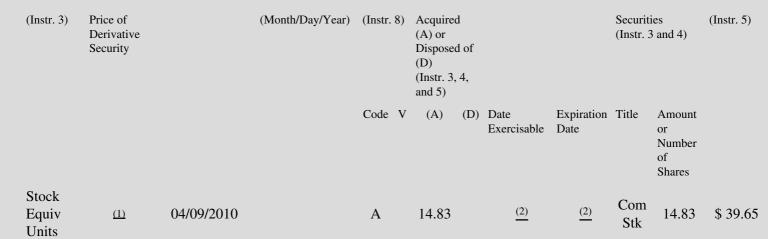
4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying

8. Price of Derivative Security

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Merrill Stephen E P.O. BOX 321

VP Human Resources

OKLAHOMA CITY, OK 73101

# **Signatures**

Patricia D. Horn 04/13/2010

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Security converts to common stock on a one-for-one basis.
- (2) The Common Stock Units were accrued under the Deferred Compensation Plan of OGE Energy Corp. and are to be settled 100% in cash at a specified future date or following termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. \*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares granted pursuant to one of the Company's long-term incentive plans with the award vesting as follows: 1/3 on March 22, 2012; 1/3 on March 22, 2013; and 1/3 on March 22, 2014.
- Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2014 if the Company achieves a targeted percentile rank against a peer group of companies for three year annualized total shareholder return ("TSR") for the period January 1, 2011 December 31, 2013. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

**(3)** 

Reporting Owners 2

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Shares granted pursuant to one of the Company's long-term incentive plans with the award scheduled to vest in the first quarter of 2014 if the Company achieves a targeted earnings per share ("EPS") in each of 2011, 2012 and 2013. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted EPS.

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